

SECOND AMENDED NOTICE AND CLAIM OF LIEN

NOTICE IS HEREBY GIVEN that MERIT CONSULTANTS LTD. claims a

Mechanic's and Materialman's Lien in the amount of FIVE HUNDRED FORTY-ONE THOUSAND NINE HUNDRED SIX and 24/100 DOLLARS

(\$541,906.24) upon that certain real property located in the County of Eureka, State of Nevada, commonly known as Tonkin Springs Gold

Project (Nevada), including the gold processing facilities, and more particularly described in Paragraph 6 (the "Property") of this

Second Amended Notice and Claim of Lien. This claim is made pursuant to the laws of the State of Nevada, particularly chapter

108 of the Nevada Revised Statutes, as amended, for the value of material and labor (the "work") furnished by Lien claimant for the

improvement of the Property.

This Second Amended Notice and Claim of Lien amends an original Notice and Claim of Lien recorded December 12, 1989, as

Document 130837, Book 206, Page 233, and an Amended Notice and Claim of Lien recorded January 17, 1990, as Document 131086, Book

207, Page 158, Eureka County, Nevada Records.

Claimant further states:

1. The name of the owner or reputed owner of the Property is U.S. GOLD CORPORATION and TONKIN SPRINGS GOLD MINING COMPANY,

a subsidiary of U.S. GOLD CORPORATION, 1600 Stout Street, Suite 1600, Denver, Colorado, 80202-3133.

2. The name of the person by whom Lien claimant was employed and to whom Lien claimant furnished the work is U.S. GOLD

3. The terms, time given and conditions of the contract were that the Lien claimant would provide project and construction management services for the development of the TONKIN SPRINGS GOLD PROJECT, including:

- (a) Preparing pre-construction evaluations of initial needs such as accommodations, location and qualification of parties providing services, availability of contractors and site accessibility for equipment and personnel;
- (b) Providing supervision, leadership and guidance to and coordination of various Engineers, Contractors and Suppliers engaged by Client for the Project;
- (c) Preparing bid documents, evaluating bids and recommending the award of contracts;
- (d) Critical path and milestone scheduling of the overall Project, field scheduling and allocating priorities for construction work;
- (e) Inspecting and checking quality of materials, work and measuring quantities of work performed as requested by the Client;
- (f) Supervising the purchase or rental of construction supplies, materials, machinery and equipment; including all materials to be supplied by the Client and the obtaining of bids, analysis of bids, preparation and issuance of requisitions, expediting and shipping. The Client shall select the supplier and issue the purchase orders;
- (g) Scheduling the transportation and shipping of material and supplies;
- (h) Supervising the unloading of equipment, materials and supplies from carriers and the rehandling and/or storage of said equipment, materials and supplies;
- (i) Providing records for accounting and costing of the work, making physical checks of inventory to ensure adequate supplies, stocking and issuing records and maintenance of budgetary controls all in keeping with Client's procedures.

The term of the contract was for the duration of the construction project.

4. Lien claimant began furnishing the work in July, 1988, and the last work performed for the amount claimed herein for the project occurred within ninety (90) days from the execution of claimants original claim of lien.

5. The work was furnished to and actually used upon the property in an unpaid total amount of FIVE HUNDRED FORTY-ONE THOUSAND NINE HUNDRED SIX and 24/100 DOLLARS (\$541,906.24) after deducting all just credits and off-sets. To date, NO MONIES have been paid toward this amount now due and owing; and, the sum of FIVE HUNDRED FORTY-ONE THOUSAND NINE HUNDRED SIX and 24/100 DOLLARS (\$541,906.24) together with interest and costs is now due and owing to Lien claimant for the work.

6. The description of the property to be charged is TONKIN SPRINGS GOLD PROJECT located in Eureka County, Nevada located in portions of Section 1, T. 23 N., R. 49 E., and Section 2, T. 23 1/2 N., R. 49 E., M.D.B.&M., Eureka County, Nevada together with all of those mining claims described upon Exhibit "A" attached hereto.

7. Demand for payment was made by Lien claimant, and no part or portion of the amount due and owing has been paid; there are no further off-sets to the claim; and the sum of FIVE HUNDRED FORTY-ONE THOUSAND NINE HUNDRED SIX and 24/100 DOLLARS (\$541,906.24) plus interest at the rate allowed by law is now due and owing to Lien claimant on account of the work. Lien claimant claims a lien upon

the Property for FIVE HUNDRED FORTY-ONE THOUSAND NINE HUNDRED SIX
and 24/100 DOLLARS (\$541,906.24) plus interest, costs and attorney
fees as provided by law.

DATED this 9 day of August, 1990.

MERIT CONSULTANTS, LTD.

By: *A. Mochinski*
A. MOCHINSKI, PRESIDENT

VERIFICATION

PROVINCE OF)
BRITISH COLUMBIA) ss:
CANADA)

A. Mochinski, does hereby swear under penalty of perjury;
That he is the President of Merit Consultants, Ltd.; that he has
read the foregoing Second Amended Notice and Claim of Lien, and
knows the contents thereof, and that the same is true of his own
knowledge, except as to the matters therein stated to be alleged
upon information and belief, and as to those matters he believes
it to be true.

A. Mochinski

Subscribed and sworn to before me
this 9th day of August, 1990.

D. L. Lloyd
Notary Public / PERMANENT COMMISSION

DAWN LAGERBOM A Notary Public in and for the
Province of British Columbia

9668 E. HASTINGS ST.
VANCOUVER, B.C. V5K 2B1
TEL: 299-1220



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COPY

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CLADANT NAME CLADANT ADDRESS CITY ST ZIP SERIAL NO. CLADANT NAME/NUMBER HER TRANSP RANGE SEC S/B/OV

CLADANT NAME	CLADANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLADANT NAME/NUMBER	HER	TRANSP	RANGE	SEC	S/B/OV
TONGAN SPRINGS GOLD 1600 STOUT ST #1600 DENVER CO 80202											
					346730	R08 4410			23 N	49 E	2 SE
					346731	R08 4411					SE
					346732	R08 4412					SE
					346733	R08 4413					SE
					365052	TSG 412			24 N	49 E	31 W2
					365053	TSG 413					W2
					365054	TSG 414					E2
					365055	TSG 415					E2
					365056	TSG 416					W4
					365057	TSG 417					W4
					365058	TSG 418					W4
					365059	TSG 419					W4
					365076	TSG 436			24 N	49.2 E	36 E2
					365077	TSG 437					36 E2
					365078	TSG 438			24 N	49 E	31 W2
					365079	TSG 439					W2
					365080	TSG 440					W2
					365081	TSG 441			24 N	49.2 E	36 W4
					365082	TSG 442					36 W4
					365083	TSG 443			24 N	49 E	31 W4
					365084	TSG 444					W4
					365085	TSG 445			24 N	49 E	31 W4
					365109	TSG 467					W4
					365107	TSG 467			24 N	49.2 E	25 W2
					365121	TSG 481					W4
					365122	TSG 482					W4
					365132	TSG 486					W2
					365137	TSG 497					W2
					365138	TSG 498					W4
					365139	TSG 499					W4
					365153	TSG 4113					W2
					365153	TSG 4113					W2

* * * DISCONTINUED * * * ALL INFORMATION RECEIVED IN THIS OFFICE MAY NOT YET BE LISTED ON THIS REPORT. NAMES AND ADDRESSES ARE ENTERED AS THEY APPEAR ON THE LOCATION NOTICE OR ARE ABBREVIATED TO FIT LIMITED SPACE! THEREFORE THEY MAY NOT APPEAR IN THE EXPECTED SEQUENCE.
 * * * AFTER S/N INDICATES LAND STATUS CHECKED.

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Exhibit A

REPORT DATE, APR 15, 1990

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

PAGE NO. 20429
PCNL L1894891

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CLAIMANT INDEX
ALL CLOTS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLAIM NAME/NUMBER	LEGAL DESCRIPTION	RANGE	SEC	SUBD
TOKIN SPRINGS GOLD	1600 STOUT ST	DENVER	CO	80202	365134	15G 0114	21	24 N 48.2 E	24	SU
					365135	15G 0115				SU
					365136	15G 0116				SU
					365173	15G 0133				ALL
					365182	15G 0133				ALL
					365192	15G 0134		24 N 49 E	34	NE
					365195	15G 0135				NE
					365300	15G 0160				NE
					365201	15G 0161				NE
					365202	15G 0162				NE
					371733	15G 0167		24 N 48 E	13	SE
					371734	15G 0168				SE
					371735	15G 0169				SE
					371736	15G 0170		24 N 48.2 E	24	NE
					440065	15G 0205		24 N 48.2 E	25	SU
					440066	15G 0206				SE
					440067	15G 0207				E2
					440068	15G 0208				SE
					440069	15G 0209				SE
					440070	15G 0270				SE
					440071	15G 0271				SE
					440072	15G 0272				SE
					440073	15G 0273				SE
					440074	15G 0274				SE
					440075	15G 0275				SE
					440076	15G 0276				SE
					440077	15G 0277				SE
					440078	15G 0278				SE
					440079	15G 0279				SE
					440080	15G 0280				SE
					440081	15G 0281				SE
					440082	15G 0282				SE
					440083	15G 0283				SE
					440084	15G 0284				SE
					440085	15G 0285				SE
					440086	15G 0286				SE

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CLAIMANT INDEX
 ALL CLAIMS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLAIM NAME/NUMBER	PER	LEGAL DESCRIPTION	RANGE	SEC	SUBDY
TOWN OF SPRINGS GOLD	1600 STOUT ST #1600	DENVER	CO	80202	466667	TSG #267	21	25 N 46.2 E	25	SE	
					466668	TSG #268			25	SE	
					466669	TSG #269			36	NE	
					466670	TSG #270			36	NE	
					466671	TSG #271			36	NE	
					466672	TSG #272			36	NE	
					466705	TSG #305	25 N	49 E	10	N2	
					466706	TSG #306					
					466707	TSG #307					
					466708	TSG #308					
					466709	TSG #309					
					466710	TSG #310					
					466711	TSG #311			18	N2	
					466712	TSG #312			19	N2	
					466713	TSG #313					
					466714	TSG #314					
					466715	TSG #315					
					466716	TSG #316					
					466717	TSG #317					
					466718	TSG #318			19	S1	
					466719	TSG #319			30	N2	
					466720	TSG #320			30	N2	
					466721	TSG #321					
					466722	TSG #322					
					466723	TSG #323					
					466724	TSG #324					
					466725	TSG #325					
					466726	TSG #326					
					466727	TSG #327					
					466728	TSG #328			30	S1	
					466729	TSG #329			31	N2	
					466730	TSG #330			31	N2	
					466731	TSG #331					
					466732	TSG #332			18	N2	
					466733	TSG #333					
					466734	TSG #334					
					466735	TSG #335					
					466736	TSG #336					
					466737	TSG #337			18	S2	
					466738	TSG #338			19	S2	
					466739	TSG #339					

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 * AFTER S/N INDICATES LAND STATUS CHECKED.

REPORT DATE: APR 13, 1990
ADWIN STATE, NEVADA

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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CLAIMANT INDEX
ALL CLAIMS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLAIM NAME/NUMBER	PER	INSTR	RANGE	SEC	SUBD
TOKIN SPRINGS GOLD	1600 STOUT ST #1600	DENVER	CO	80202	468756	TSG #356	21	25	N	49	E 19 N2
					468759	TSG #359					N2
					468760	TSG #360					N2
					468761	TSG #361					N2
					468762	TSG #362					S2
					468763	TSG #363					S2
					468764	TSG #364					S2
					468765	TSG #365					S2
					468766	TSG #366					S2
					468767	TSG #367					S0 N2
					468768	TSG #368					S0 N2
					468769	TSG #369					N2
					468770	TSG #370					ALL
					468771	TSG #371					S2
					468772	TSG #372					S2
					468773	TSG #373					S2
					468774	TSG #374					S2
					468775	TSG #375					S0 S2
					468776	TSG #376					S1 N2
					468777	TSG #377					N2
					468778	TSG #378					N2
					468801	TSG #401					S2
					468802	TSG #402					S2
					468803	TSG #403					S2
					468804	TSG #404					N2
					468805	TSG #405					N2
					468806	TSG #406					N2
					468807	TSG #407					N2
					468808	TSG #408					N2
					468809	TSG #409					N2
					468810	TSG #410					S2
					468811	TSG #411					S0 N2
					468812	TSG #412					S0 N2
					468813	TSG #413					N2
					468814	TSG #414					N2
					468815	TSG #415					N2
					468816	TSG #416					N2
					468817	TSG #417					N2
					468818	TSG #418					N2
					468819	TSG #419					S0 N2
					468820	TSG #420					S1 N2

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REPORT DATE: APR 13, 1990
 ARIZONA STATE DEPARTMENT

UNITED STATES DEPARTMENT OF THE INTERIOR
 BUREAU OF LAND MANAGEMENT

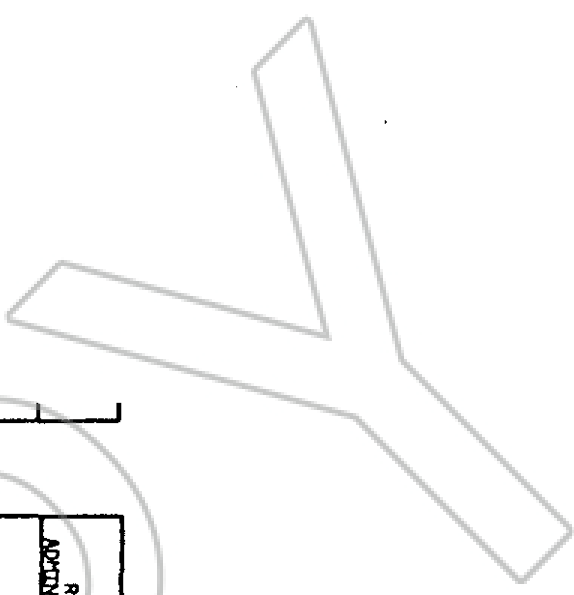
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CLAIMANT INDEX
 ALL CLAIMS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLAIM NAME/NUMBER	PER	TRANSFER	LEGAL DESCRIPTION	SEC	SUBDY		
TOWN SPRINGS GOLD	1600 STOUT ST #1600	DENVER	CO	80202	468820	TSG #420	21	25	N	49	E	31	NE
					468821	TSG #421							NE
					468822	TSG #422							NE
					468836	TSG #436							19
					468837	TSG #437							SE
					468838	TSG #438							19
					468839	TSG #439							SE
					468840	TSG #440							19
					468841	TSG #441							SE
					468842	TSG #442							20
					468843	TSG #443							SW
					468844	TSG #444							20
					468845	TSG #445							SW
					468846	TSG #446							30
					468847	TSG #447							NE
					468848	TSG #448							29
					468849	TSG #449							SW
					468850	TSG #450							30
					468851	TSG #451							SE
					468852	TSG #452							30
					468855	TSG #455							SW
					468867	TSG #467							29
					468868	TSG #468							SW

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 * AFTER 5/28 INDICATES LAND STATUS CHECKED.



REPORT ON: APR 13, 1990
ADMIN STATE: EVADA

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BUREAU OF LAND MANAGEMENT

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ALL CLAIMS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLAIM NUMBER	HER	TRNSHP	RANGE	SEC	SUBDY	
TOMKIN SPRINGS GOLD	1600 STOUT ST #1600	DENVER	CO	80202	468869	TSG 4469	21		25 N	49 E	29	SU
					468870	TSG 4470						SU
					468871	TSG 4471						SU
					468872	TSG 4472						SU
					468873	TSG 4473						SU
					468874	TSG 4474						SU
					468875	TSG 4475						SU
					468876	TSG 4476						SU
					468890	TSG 4490						SU
					468891	TSG 4491						SU
					468892	TSG 4492						SU
					468893	TSG 4493						SU
					468894	TSG 4494						SU
					468895	TSG 4495						SU
					468896	TSG 4496						SU
					468897	TSG 4497						SU
					468901	TSG 4501						SU
					468902	TSG 4502						SU
					468903	TSG 4503						SU
					468904	TSG 4504						SU
					468905	TSG 4505						SU
					468906	TSG 4506						SU
					468907	TSG 4507						SU
					468908	TSG 4508						SU
					468909	TSG 4509						SU
					468910	TSG 4510						SU
					468911	TSG 4511						SU
					468912	TSG 4512						SU
					468913	TSG 4513						SU
					468914	TSG 4514						SU
					468915	TSG 4515						SU
					468916	TSG 4516						SU
					468917	TSG 4517						SU
					468918	TSG 4518						SU
					468919	TSG 4519						SU

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REPORT DATE: APR 13, 1990
 MOON STATE, NEVADA

UNITED STATES DEPARTMENT OF THE INTERIOR
 BUREAU OF LAND MANAGEMENT

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CLAIMANT INDEX
 ALL CLAIMS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLAIM NAME/NUMBER	PER	LEGAL DESCRIPTION	TRANSP	RANGE	SEC	SI	BY
TOKKIN SPRINGS GOLD	1600 STOUT ST #1600	DENVER	CO	80202	468920	TSG #520	21	24 N 49 E	5				NE
					468921	TSG #521			4				NE
					468922	TSG #522			4				NE
					468923	TSG #523			4				NE
					468924	TSG #524			4				NE
					468925	TSG #525			4				NE
					468926	TSG #526			4				NE
					468927	TSG #527			4				NE
					468928	TSG #528			4				NE
					468929	TSG #529			4				NE
					535529	TOKKIN # 1		23.2 N 49 E	2				NE
					535530	TOKKIN # 2							NE
					535531	TOKKIN # 3							NE
					535532	TOKKIN # 4							NE
					535533	TOKKIN # 5							NE
					535534	TOKKIN # 6							NE
					535535	TOKKIN # 7							NE
					535536	TOKKIN # 8							NE
					535537	TOKKIN # 9							NE
					535538	TOKKIN # 10							NE
					535539	TOKKIN # 11							NE
					535540	TOKKIN # 12							NE
					535541	TOKKIN # 13							NE
					535542	TOKKIN # 14							NE
					535543	TOKKIN # 15							NE
					535544	TOKKIN # 16							NE
					535545	TOKKIN # 17							NE
					535546	TOKKIN # 18							NE
					535547	TOKKIN # 19							NE
					535548	TOKKIN # 20							NE
					535549	TOKKIN # 21							NE
					535550	TOKKIN # 22							NE
					535551	TOKKIN # 23							NE
					535552	TOKKIN # 24							NE
					535553	TOKKIN # 25							NE
					535554	TOKKIN # 26							NE
					535555	TOKKIN # 27							NE
					535556	TOKKIN # 28							NE
					535557	TOKKIN # 29							NE
					535558	TOKKIN # 30							NE
					535559	TOKKIN # 31							NE

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REPORT DATE: APR 13, 1990
ADMIN STATE: NEVADA

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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CLAIMANT INDEX
ALL CLAIMS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	ST	ZIP	SERIAL NO.	CLAIM NAME/NUMBER	PER	LEGAL DESCRIPTION	RANGE	SEC	SUBDY
TOKIN SPRINGS GOLD	1600 STOUT ST	DENVER	CO	80202	535560	TOKIN 4 32	21	23.2 N 49 E 2			NM
					535561	TOKIN 4 33					NM
					535562	TOKIN 4 34					NM
					535563	TOKIN 4 35					NM
					535564	TOKIN 4 36					NM
					535565	TOKIN 4 37					NM
					535566	TOKIN 4 38					NM
					535567	TOKIN 4 39					NM
					535568	TOKIN 4 40					NM
					535569	TOKIN 4 41					NM
					535570	TOKIN 4 42					SU
					535571	TOKIN 4 43					SU
					535572	TOKIN 4 44					SU
					535573	TOKIN 4 45					NE
					535574	TOKIN 4 46					NE
					535575	TOKIN 4 47					NE
					535576	TOKIN 4 48					NE
					535577	TOKIN 4 49					NE
					535578	TOKIN 4 50					NE
					535579	TOKIN 4 51					NE
					535580	TOKIN 4 52					NE
					535581	TOKIN 4 53					SE
					535582	TOKIN 4 54					SE
					535583	TOKIN 4 55					SE
					535584	TOKIN 4 56					SE
					535585	TOKIN 4 57					SE
					535586	TOKIN 4 58					NE
					535587	TOKIN 4 59					NE
					535588	TOKIN 4 60					NE
					535589	TOKIN 4 61					NE
					535590	TOKIN 4 62					NE
					535591	TOKIN 4 63					NE
					535592	TOKIN 4 64					NE
					535593	TOKIN 4 65					SE
					535594	TOKIN 4 66					SE
					535595	TOKIN 4 67					SE
					535596	TOKIN 4 68					NE
					535597	TOKIN 4 69					NE
					535598	TOKIN 4 70					NE
					535599	TOKIN 4 71					NE
					535600	TOKIN 4 72					NE
					535601	TOKIN 4 73					NE
					535602	TOKIN 4 74					NE
					535603	TOKIN 4 75					NE

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* * AFTER 5/31 INDICATES LAND STATUS CHECKED.

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CLAIMANT INDEX
ALL CLAIMS

CLAIMANT NAME	CLAIMANT ADDRESS	CITY	SI	ZIP	SERIAL NO.	CLAIM NAME/NUMBER	PER	TUNSP	RANGE	SEC	SUBDY			
TOKIN SPRINGS GOLD	1600 STOUT ST #1600	DENVER	CO	80202	535604	TOKIN # 76	21	24	N	50	E	36	SU	
					535605	TOKIN # 77							SU	
					535606	TOKIN # 78							SU	
					535607	TOKIN # 79							SU	
					535608	TOKIN # 80							SU	
					535609	TOKIN # 81							SU	
					535610	TOKIN # 82							SU	
					535611	TOKIN # 83							SU	
					535612	TOKIN # 84							SU	
					535613	TOKIN # 85							SU	
					535614	TOKIN # 86							SU	
					535615	TOKIN # 87		23	2	N	49	E	2	NW
					535616	TOKIN # 88							NE	
					584498	TSI #733							16	F2
					584499	TSI #734							25	N
					584900	TSI #735							49	E
					584901	TSI #736							16	F2
					584902	TSI #737							16	F2
					584903	TSI #738							16	F2

OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
BOOK 212 PAGE 585
Dionel Sawyer & Collins
90 AUG 15 4:30
EUREKA COUNTY, NEVADA
M.N. REBAL EARN. RECORD
FILE NO. 133174
FEE \$ 18
BOOK 212 PAGE 598